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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 641-3694
FAX: (305) 641-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

April 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ITAL PASTA, INC.
REF: W95000007628

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Loria Poole
Corporate Specialist

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Letter Number: 695A00016145

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OR

VARENA PASTAS, INC.

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The undersigned subscriber(s) to these Articles of Incorporation, each a natural person, domestic or foreign, corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized as is:

VARENA PASTAS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

Any and all activities and businesses for which corporations may be incorporated under the Florida General Corporation Act and that are permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to

Prepared by: Maria R. Caso Caserta, Esq., Fla. Bar No. 882755
1996 S.W. First St., Miami, FL 33135
(305)643-5790

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have outstanding at any one time are: 100 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share represents one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the State of Florida is as follows: 2608 N.W. 21 Terrace, Miami, Florida 33142.

The registered office address for this corporation in the State of Florida will be:
2608 N.W. 21 Terrace, Miami, Florida 33142.

Its registered agent: NELSO L. VARENA

The Board of Directors may from time to time move the principal office to any other address in Florida.

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ARTICLE VI - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the share entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of him or her having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred

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In connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which a person may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that said director or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or

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transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he or she were not such director or officer of such other corporation or not so interested.

ARTICLE VIII. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Director(s)

is/are:

Name	Address
NELSO I. VARENA	2608 N.W. 21 Terrace Miami, Florida 33142

ARTICLE IX - SUBSCRIBERS

The names and post office addresses of the subscriber(s) of these Articles of Incorporation

is/are:

Name	Address
NELSO I. VARENA	2608 N.W. 21 Terrace Miami, Florida 33142

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the

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shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

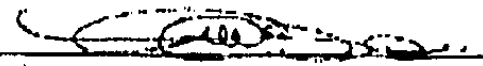
IN WITNESS WHEREOF, the parties to these Articles of Incorporation have herunto
set their hands and seals this 3rd day of April, 1995.


NELSO I. VARENA

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the
State and County named above, to take acknowledgments, personally appeared NELSO I.
VARENA, who produced as I.D.: Fla. Driver's License VIDEO-6020-95-243,
who did taken an oath, and who is to me known to be the person who is described as subscriber in
and who executed the foregoing Articles of Incorporation, and he acknowledged before me that
he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I set my hand and official seal in the County and State named
above this 3rd day of April, 1995.


NOTARY PUBLIC

My Commission Expires:



OFFICIAL SEAL
Maria R. Ocaso Caserio
My Commission Expires
September 23, 1995

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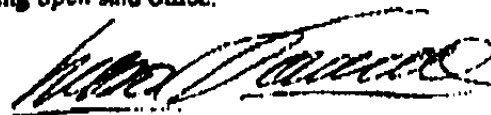
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That VARENA PASTAS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named NIELSO I. VARENA, located at 2608 N.W. 21 Terrace, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping upon said office.



NIELSO I. VARENA
Resident Agent

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55 JUN 11 PM 3:18
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TALLAHASSEE, FLORIDA

Barford, Lynn

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